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TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

AMENDMENT OF SHARE AWARD SCHEME

REFRESHMENT OF THE SCHEME LIMIT OF THE SHARE AWARD SCHEME

SEEKING OF SCHEME MANDATE TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME

2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME

On 4 May 2018, the Board resolved to introduce the 2018 Amendments to the Share Award Scheme which primarily introduces a refreshment mechanism that allows for refreshment of the Scheme Limit subject to fulfilment of certain conditions and other consequential amendments.

Whilst no Shareholders' approval is required to be obtained for alteration of the Share Award Scheme pursuant to the terms of the Share Award Scheme, for the purpose of transparency and good corporate governance, the Board proposed to put to the Shareholders for approval at the EGM, among others, a resolution for the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated.

REFRESHMENT OF THE SCHEME LIMIT

The Board has on 4 May 2018 (i.e. the latest New Approval Date as of the date of this announcement) conditionally approved to refresh the Scheme Limit to not exceeding ten (10) percent of the number of issued Shares of the Company as of the date of such Board's approval, subject to the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated by the Shareholders at the EGM. The aforesaid refreshment will become effective upon the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated by the Shareholders at the EGM.

SCHEME MANDATE TO ISSUE NEW SHARES UNDER SHARE AWARD SCHEME

As new Shares may be issued and allotted for making of Awards under the Share Award Scheme, Shareholders' approval is required pursuant to Rule 13.36(1) of the Listing Rules prior to allotting and issuing of new Shares as Restricted Shares pursuant to the Share Award Scheme.

According to the Scheme Rules, any issue and allotment of new Shares as Restricted Shares pursuant to Share Award Scheme shall be subject to the following conditions: (i) the passing of an ordinary resolution by the Shareholders of the Company in general meeting approving the Scheme Mandate; and (ii) the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any such Shares to be allotted and issued pursuant to the Scheme Mandate and all applicable laws and regulations.

Whilst the existing Scheme Mandate represents the maximum number of new Shares which might be awarded as Restricted Shares under the Share Award Scheme and hence would be the same as the existing Scheme Limit, to increase transparency of the operation and administration of the Share Award Scheme, the Board considers that it is a good practice to follow the same requirements under the Listing Rules in respect of the general mandate for issue and allotment of new Shares to obtain Shareholders' approval for the Scheme Mandate annually rather than to obtain the Scheme Mandate in advance once and for all up to the Scheme Limit.

EGM

The Company will convene the EGM for the purpose of considering and, if thought fit, approving (i) the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated; and (ii) the granting of the Scheme Mandate. As at the date of this announcement, no Shareholders are required to abstain from voting regarding the any of the aforesaid proposed resolutions to be put forward at the EGM.

A circular containing, among other things, (1) summary of the 2018 Amendments including, among others, mechanism that enables refreshment of Scheme Limit; (2) refreshment of the Scheme Limit; (3) seeking of the Scheme Mandate to issue Shares pursuant to the Share Award Scheme; (4) other information in accordance with the requirements of the Listing Rules; and (5) a notice of the EGM of the Company to be held for considering and, if thought fit, approving (i) the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated; and (ii) the granting of the Scheme Mandate, will be dispatched to the Shareholders on or before 7 May 2018.

2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME

Existing Share Award Scheme prior to 2018 Amendments

Reference is made to the Company's announcements dated 6 February 2008 and 20 March 2008 regarding adoption of the Share Award Scheme and the Company's announcements dated 25 June 2015 and 11 August 2015 and the Company's circular dated 27 July 2015 regarding amendments to the Share Award Scheme.

The Share Award Scheme was adopted by Company on 6 February 2008 (as amended on 11 August 2015, 13 June 2016 and 24 November 2017), pursuant to which existing Shares may be purchased by the Trustee from the market or new Shares may be subscribed for out of cash contributed by the Company and be held on trust by the Trustee of Share Award Scheme for the relevant Selected Persons until such Shares are vested with the relevant Selected Persons in accordance with the rules of the Share Award Scheme. As at the date of this announcement, the Share Award Scheme comprises (i) the Management Award Trust which corresponds to the sub-scheme Management Award Scheme administrated by the Management Award Scheme Trustee exclusively for the Management Award Scheme Participants; and (ii) the Employee Award Trust which corresponds to the sub-scheme Employee Award Scheme administrated by the Employee Award Scheme Trustee exclusively for the Employee Award Scheme Participants.

For better management and administration, on 24 November 2017, the Board resolved to further amend the said Share Award Scheme, salient terms of the amendments concerned and the reasons for such amendments are as follows:

- (A) To divide the Participants into two groups and divide the said Share Award Scheme into two separate sub-schemes, namely (i) the "RESTRICTED SHARE AWARD SCHEME FOR MANAGEMENT" (i.e. the Management Award Scheme) and (ii) "RESTRICTED SHARE AWARD SCHEME FOR EMPLOYEES AND OTHERS" (i.e. the Employee Award Scheme) respectively for said two groups of Participants (namely the Management Award Scheme Participants and the Employee Award Scheme Participants respectively) administrated under separate Trusts (namely the Management Award Trust and the Employee Award Trust respectively). The purpose of so doing was to put the management of the Group (including directors and senior management of the Group) and management of the Affiliated Companies in one trust, whereas other employees who have no managerial role in the Group and others in another trust. As a long term incentive scheme, the incentives models (whether in terms of appraisal criteria, KPIs and vesting conditions, etc.) for persons in managerial role are different from those for the ground-level and middle-level staff and others; further, such persons with managerial role involve connected persons of the Company and any grant and vesting etc. of Restricted Shares by the Company to such connected persons will constitute connected transactions of the Company under the Listing Rules and depending on the circumstance may be subject to additional compliance requirements prescribed by the Listing Rules. In view of the aforesaid, it is more appropriate and costs effective from the perspectives of operation and administration of the Share Award Scheme as a long term incentive scheme to have the two groups of Participants separately managed under separate Trusts;

- (B) To include condition precedents for issue and allotment of new Shares as Restricted Shares;
- (C) To include specific provisions in respect of Award to connected persons of the Company, to incorporate relevant situation of the foregoing as an event of “Total Lapse” as defined in the Share Award Scheme and to include clause to protect the Company and the Trustee against claim or recourse in case of “Total Lapse” and/or “Partial Lapse” as defined in the Share Award Scheme, which are to facilitate the Company to comply with the Listing Rules in cases where a Selected Person who is not a connected person of the Company on the Grant Date subsequently becomes a connected person of the Company prior to the vesting of the Restricted Share(s) (and the Related Distributions) and where the proposed vesting may result in the aggregate interests of the connected persons of the Company in each of the sub-schemes under the Share Award Scheme immediately following such vesting reaching 30% or more; and
- (D) To make consequential amendments in view of the aforesaid amendments, and to update certain definitions and terminology with reference to the Listing Rules and other applicable laws and rules and to set out the implications of, albeit unlikely, privatisation offer on the Share Award Scheme in light of the relevant requirements under the Codes on Takeovers and Mergers and Share Buy-back.

The purpose and objectives of the Share Award Scheme are to recognise and motivate the contribution of certain Participants and to provide incentives and help the Group in retaining its existing Employees and recruiting suitable personnel as additional Employees to further the operation and development of the Group and to provide them with a direct economic interest in attaining the long-term business objectives of the Group.

The Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

2018 Amendments

On 4 May 2018, the Board resolved to introduce the 2018 Amendments to the Share Award Scheme which primarily introduces a refreshment mechanism that allows for refreshment of the Scheme Limit subject to fulfilment of certain conditions and other consequential amendments.

Whilst no Shareholders’ approval is required to be obtained for alteration of the Share Award Scheme pursuant to the terms of the Share Award Scheme, for the purpose of transparency and good corporate governance, the Board proposed to put to the Shareholders for approval at the EGM, among others, resolution for the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated.

Set out below are summaries of the 2018 Amendments.

Scheme Limit, Annual Limit and Individual Limit – the amendments and reason for amendments

Under the pre-amended Share Award Scheme prior to the introduction of the 2018 Amendments, the Board shall not make any further Award of Restricted Shares under the Share Award Scheme (i.e. the two sub-schemes in aggregate) which will result in the aggregate number of the Shares awarded by the Board under the Share Award Scheme exceeding 10% of the issued share capital of the Company as at the 2015 Amendment Date, excluding all the Shares awarded under the rules of the pre-amended Share Award Scheme up to the 2015 Amendment Date (for the avoidance of doubt, Shares awarded but cancelled, lapsed and/or not yet vested are all excluded). There is no provision that allows for the refreshment of the Scheme Limit and/or adjustments to the Scheme Limit, Annual Limit and Individual Limit in case of share consolidation or share subdivision of the Company.

With a view to allowing the Company to restore the number of Shares available for grant to a sufficient level and the flexibility to grant Awards under the Share Award Scheme to reward and incentivise its eligible Participants such that the Share Award Scheme will better serve its underlying purposes and objectives of providing incentives or rewards to eligible Participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group against the atmosphere of keen competition for labour force in the industry, the Board resolved to introduce a mechanism that allows for refreshment of the Scheme Limit subject to fulfilment of certain conditions as well as the consequential updating of Annual Limit and Individual Limit in case of such refreshment, and an adjustment mechanism to the Scheme Limit, Annual Limit and Individual Limit in case of share consolidation or share subdivision of the Company.

Details of the Scheme Limit, Annual Limit and Individual Limit after the 2018 Amendments are set out below:

Scheme Limit

- (1) Subject to the refreshment as mentioned below and the adjustment in the event of consolidation or subdivision of Shares, the Board shall not make any further Award of Restricted Shares under any of the sub-schemes of the Share Award Scheme which will result in the aggregate number of the Shares awarded by the Board under the Share Award Scheme (i.e. both of the sub-schemes in aggregate) exceeding ten (10) percent of the number of issued Shares of the Company as at the 2015 Amendment Date, excluding all the Shares awarded under the rules of the pre-amended Share Award Scheme (including those cancelled, lapsed and/or not yet vested) up to the 2015 Amendment Date (the “Scheme Limit”). For the avoidance of doubt, Shares awarded but cancelled or lapsed will not be counted for the purpose of calculating the Scheme Limit or the refreshed Scheme Limit (as the case may be).

- (2) The Scheme Limit may be refreshed from time to time subject to the obtaining of prior approval by the Board of the Company, but in any event the aggregate number of the Shares awarded by the Board under the Share Award Scheme (i.e. both of the sub-schemes in aggregate) following the date of Board's approval of the refreshed limit (the "New Approval Date") shall, subject to the adjustment in the event of consolidation or subdivision of Shares, not exceed ten (10) percent of the number of issued Shares of the Company as of the New Approval Date until the Scheme Limit is further refreshed pursuant to the Scheme Rules, and for the purpose of determining and calculating the maximum aggregate number of Shares that may be awarded under the refreshed Scheme Limit following the latest New Approval Date, Shares awarded prior to the relevant latest New Approval Date (including those cancelled, lapsed and/or not yet vested) will not be counted.

Annual Limit

- (3) Unless specifically approved by the Shareholders of the Company and subject to the adjustment in the event of consolidation or subdivision of Shares, the aggregate number of new Shares to be granted as Restricted Shares during the lifetime of the Scheme Mandate to be sought annually under the Share Award Scheme (i.e. both of the sub-schemes in aggregate) ("Annual Limit") shall not exceed three (3) percent of the total number of issued Shares of the Company as at the 2015 Amendment Date or the date on which the relevant Scheme Mandate is approved, as the case may be.

Individual Limit

- (4) Unless specifically approved by the Shareholders of the Company and subject to the adjustment in the event of consolidation or subdivision of Shares, the maximum number of Shares which may be awarded to a Selected Person in any 12-month period under the Share Award Scheme (i.e. both of the sub-schemes in aggregate) ("Individual Limit") shall not exceed one (1) percent of the number of issued Shares of the Company as at the 2015 Amendment Date or the latest New Approval Date (as the case may be), excluding all the Shares awarded under the Share Award Scheme up to the 2015 Amendment Date or the latest New Approval Date (as the case may be).

Consolidation or Subdivision of Shares

- (5) In the event the Company conducts any consolidation or subdivision of Shares during the term of the Share Award Scheme (as the case may be), the aggregate or maximum number of Shares under the Scheme Limit, the refreshed Scheme Limit, the Annual Limit or the Individual Limit (as the case may be) shall be adjusted accordingly such that such limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision (as the case may be) shall remain the same.

The Board considers that the success of the Group depends very much on the contribution of the Participants and hence the inclusion of the employees and officers of the Affiliated Companies as Participants under the Share Award Scheme could give the Company flexibility to motivate such Participants and to facilitate the development of the Group. The Company believes that with the 2018 Amendments, the Share Award Scheme would better serve its underlying purposes and objectives and the Company would have a higher degree of flexibility in its operation and administration.

The aforesaid arrangement of refreshment of Scheme Limit under the Share Award Scheme is devised by drawing analogy with the arrangement of refreshment of scheme limit of a share option scheme as provided for under Chapter 17 of the Listing Rules. Notwithstanding that the Share Award Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules, the Company is of the view that as both the Share Award Scheme and the share option scheme are long term incentive schemes with similar underlying purposes and objectives, their operation should be consistent to the extent possible.

REFRESHMENT OF THE SCHEME LIMIT

As at the 2015 Amendment Date, the number of issued Shares of the Company was 1,341,786,780 Shares and hence the existing Scheme Limit was therefore 134,178,678 Shares. The existing Scheme Mandate for issue and allotment of new Shares up to the Scheme Limit was obtained at the extraordinary general meeting of the Company held at the 2015 Amendment Date.

Up to the date of this announcement,

- (i) 95,115,869 Restricted Shares have been granted under the existing Scheme Limit (note: 43,673,434 new Shares and 1,658,873 existing Shares awarded that the Board resolved on 25 June 2015 to conditionally make respectively under the new shares grant and the existing shares grant on terms of the then Share Award Scheme were calculated towards the existing Scheme Limit), out of which save for the aforesaid 43,673,434 Restricted Shares conditionally granted on 25 June 2015 were granted in the form of new Shares, the remaining 51,442,435 Restricted Shares were granted in the form of existing Shares;
- (ii) 17,167,081 Restricted Shares have been cancelled and/or lapsed; and
- (iii) the remaining balance of Shares which could be granted under the existing Scheme Limit as of the date of this announcement is 56,229,890 Shares, representing approximately 2.41% of the total number of issued Shares as at the date of this announcement.

The purpose of the Share Award Scheme is to recognise and motivate the contribution of eligible Participants of the Share Award Scheme, to provide incentives rewards by allocating to them Restricted Shares to be vested in them upon fulfilment of certain vesting conditions. Given that the existing Scheme Limit is nearly depleted, the Share Award Scheme cannot continue to serve its intended purpose for the benefits of the Group and the Shareholders unless the Scheme Limit is “refreshed” in accordance with the rules of the Share Award Scheme. The Directors consider that refreshment of the Scheme Limit is in the interests of the Company and the Shareholders as a whole that Selected Persons of the Share Award Scheme are granted rights to obtain equity holdings of the Company through the grant of Restricted Shares under the Share Award Scheme. This will provide further incentive to the Selected Persons to contribute to the success of the Group.

According to the amended Share Award Scheme with the 2018 Amendments incorporated, the Scheme Limit may be refreshed subject to approval by the Board of the Company.

As mentioned above, for the purpose of transparency and good corporate governance, the Board proposed to put to the Shareholders for approval at the EGM a resolution for the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated notwithstanding that it was not required under the Share Award Scheme. Accordingly, the Board has on 4 May 2018 (i.e. the latest New Approval Date as of the date of this announcement) conditionally approved to refresh the Scheme Limit to not exceeding 10% of the number of issued Shares of the Company as of the date of such Board’s approval, subject to the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated by the Shareholders at the EGM. The aforesaid refreshment will become effective upon the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated by the Shareholders at the EGM. For the purpose of determining the maximum aggregate number of Shares that may be awarded under the refreshed Scheme Limit following the date of the EGM, Shares awarded prior to the date of the Board’s conditional approval (including those cancelled, lapsed and/or not yet vested) will not be counted.

As at the aforesaid date of Board’s conditional approval of the refreshed Scheme Limit (i.e. New Approval Date), the number of issued Shares of the Company was 2,332,299,307 fully paid-up Shares. Subject to the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated, a total maximum of 233,229,930 Shares may be granted as Restricted Shares under the Share Award Scheme after the refreshment of the Scheme Limit coming into effect.

Whilst as at the date of this announcement the Board has no present intention to grant any further Restricted Shares under the existing Scheme Limit before the refreshment of the Scheme Limit coming into effect, the management will from time to time identify appropriate persons including but not limited to its Employees and other persons which have or may have contribution to the Group and proposes to the Board to grant Restricted Shares to reward and motivate them under the Share Award Scheme. In case the Board later resolves to grant Restricted Shares before the upcoming EGM, the Company will make appropriate announcement and will in that announcement also set out the then balance of the existing Scheme Limit after such grant subject to acceptance by the relevant grantees.

SCHEME MANDATE TO ISSUE NEW SHARES UNDER SHARE AWARD SCHEME

As stated above, pursuant to the Share Award Scheme, existing Shares may be purchased by the Trustee from the market or new Shares may be subscribed for out of cash contributed by the Group.

According to the Scheme Rules, in determining whether to purchase existing Shares or to issue new Shares, the Board shall take into account, inter alia, the financial position and the cash position of the Company and the market price of the Shares at the relevant time.

As new Shares may be issued and allotted for making of Awards under the Share Award Scheme, Shareholders' approval is required pursuant to Rule 13.36(1) of the Listing Rules prior to issuing and allotting of new Shares as Restricted Shares pursuant to the Share Award Scheme.

According to the Scheme Rules, any issue and allotment of new Shares as Restricted Shares pursuant to Share Award Scheme shall be subject to the following conditions: (i) the passing of an ordinary resolution by the Shareholders of the Company in general meeting approving the Scheme Mandate; and (ii) the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any such Shares to be allotted and issued pursuant to the Scheme Mandate and all applicable laws and regulations.

Whilst the existing Scheme Mandate represents the maximum number of new Shares which might be awarded as Restricted Shares under the Share Award Scheme and hence would be the same as the existing Scheme Limit, to increase transparency of the operation and administration of the Share Award Scheme, the Board considers that it is a good practice to follow the same requirements under the Listing Rules in respect of the general mandate for issue and allotment of new Shares to obtain Shareholders' approval for the Scheme Mandate annually rather than to obtain the Scheme Mandate in advance once and for all up to the Scheme Limit.

Accordingly, an ordinary resolution for the Scheme Mandate to be granted to the Directors to allot and issue new Shares under the Share Award Scheme not exceeding three (3) percent of the number of Shares in issue as of the EGM (which is determined with reference to the Annual Limit) will be proposed at the EGM and such Scheme Mandate shall lapse at the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation or variation of the approval given by such ordinary resolution by a resolution of the Shareholders in general meeting. Application will be made to the Stock Exchange for the listing of and permission to deal in new Shares that may be issued and allotted as Restricted Shares under the Scheme Mandate.

As at the date of this announcement, the number of issued Shares of the Company was 2,332,229,307 fully paid-up Shares. On the basis that no further Shares will be allotted and issued or repurchased from the date of this announcement and up to the date of the EGM, and subject to, among others, the passing of the resolutions approving the amended Share Award Scheme with the 2018 Amendments incorporated, the granting of the Scheme Mandate and the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such Shares to be allotted and issued pursuant to the Share Award Scheme and the Scheme Mandate and all applicable laws and regulations, a maximum of 69,968,979 new Shares may be issued and allotted as Restricted Shares under refreshed Scheme Mandate pursuant to the terms of the Share Award Scheme.

As at the date of this announcement, the Company has no present intention to issue and allot any new Shares under the refreshed Scheme Mandate should such refreshment be approved. As stated in the Company's circular dated 27 July 2015, the Company will make further announcements as soon as practicable after the grant of Restricted Shares under the Share Award Scheme in respect of, among others, any grant which involves the allotment and issue of new Shares under the Scheme Mandate (whether to connected persons or non-connected persons of the Company) and will comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM for the purpose of considering and, if thought fit, approving (i) the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated; and (ii) the granting of the Scheme Mandate. As at the date of this announcement, no Shareholders are required to abstain from voting regarding any of the aforesaid proposed resolutions to be put forward at the EGM.

A circular containing, among other things, (1) summary of the 2018 Amendments including, among others, mechanism that enables refreshment of Scheme Limit; (2) refreshment of the Scheme Limit; (3) seeking of the Scheme Mandate to issue new Shares pursuant to the Share Award Scheme; (4) other information in accordance with the requirements of the Listing Rules; and (5) a notice of the EGM of the Company to be held for considering and, if thought fit, approving (i) the amended Share Award Scheme with the 2018 Amendments incorporated and the transactions contemplated; and (ii) the granting of the Scheme Mandate, will be dispatched to the Shareholders on or before 7 May 2018.

INFORMATION ABOUT THE COMPANY

The Group is principally engaged in the manufacture and sale of a wide range of electronic consumer products including television sets. The Group has factories in the PRC, Poland, Mexico and Vietnam and distributes its products in all major markets globally. For more information on the Group, please visit its official website at <http://multimedia.tcl.com> (the information that appears in this website does not form part of this announcement).

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“2015 Amendment Date”	11 August 2015
“2018 Amendments”	the amendments to the Scheme Rules as approved by the Board on 4 May 2018
“Affiliated Company(ies)”	TCL Corporation, its subsidiaries and companies which, in accordance with the generally accepted accounting principles in the PRC, is recorded as an affiliated companies in the financial statements of TCL Corporation, which shall include any company in which TCL Corporation is directly or indirectly interested in not less than 20% of its issued share capital (or in case such company has no share capital, having a power to exercise or control the exercise of not less than 20% of voting right in its members’ meeting) and for the purpose of the Share Award Scheme shall exclude the Group

“Annual Limit”	shall have the meaning ascribed thereto under the paragraph headed “ Scheme Limit, Annual Limit and Individual Limit ” under the section “ 2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME ” in this announcement
“Articles”	the articles of association of the Company as amended from time to time
“Award(s)”	award(s) of Restricted Shares to a Selected Person pursuant to the relevant sub-scheme under the Share Award Scheme
“Board”	the board of Directors, and for the purpose of the Share Award Scheme include such committee or such sub-committee or person(s) delegated with the power and authority by the board of directors of the Company to administer the Share Award Scheme
“Cash Income”	cash income of any Restricted Share(s) including any deemed Cash Income as prescribed by the Scheme Rules
“Company”	TCL Multimedia Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 01070)
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the resolutions proposed in the EGM Notice
“Employee(s)”	employee(s) (whether full-time or part-time) of any member of the Group (including without limitation any executive and non-executive director of any member of the Group)

“Employee Award Scheme”	the “RESTRICTED SHARE AWARD SCHEME FOR EMPLOYEES AND OTHERS”, a sub-scheme under the Share Award Scheme of the Company, administered by the Employee Award Scheme Trustee exclusively for the Employee Award Scheme Participants
“Employee Award Scheme Participant(s)”	<p>(i) any Employee who has no managerial role in the Group (primarily but not limited to mid-level and junior key Employees); and</p> <p>(ii) adviser, consultant, agent, contractor, client or supplier of any member of the Group,</p> <p>whom the Board in its sole discretion considers may contribute or have contributed to the Group but excluding any connected person of the Group</p>
“Employee Award Scheme Trust Deed”	a trust deed to be entered into between the Company and the Employee Award Scheme Trustee in respect of the administration of the Employee Award Scheme
“Employee Award Scheme Trustee”	the trustee(s) appointed by the Company for the purpose of the Employee Award Trust, which will hold Shares for the benefit of the Selected Persons under the Employee Award Scheme and others subject to the terms and conditions of the Employee Award Scheme Trust Deed, and initially BOCI-Prudential Trustee Limited
“Employee Award Trust”	the trust constituted by the Employee Award Scheme Trust Deed
“Excluded Person(s)”	any Participant(s) who is/are resident in a place where the settlement of the Reference Amount and/or the award of the Restricted Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the relevant sub-scheme is not permitted under the laws and regulations of such place or where in the view of the Board compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Participant

“Further Shares”	in respect of each of the Trusts, Shares purchased or subscribed by the relevant Trustee out of Cash Income or net proceeds of sale of non-cash and non-scrip distributions declared and distributed by the Company in respect of Shares held upon the relevant Trust
“Grant Date”	the date specified in the Grant Letter sent by the Company to the Selected Person(s) as the date of grant of the Restricted Shares, or such other date as determined by the Board
“Grant Letter”	the letter to be sent by the Company to the Selected Person(s) whereby the Selected Person(s) are informed of the number of Restricted Shares to be granted to him and the vesting conditions attached therewith
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Individual Limit”	shall have the meaning ascribed thereto under the paragraph headed “ Scheme Limit, Annual Limit and Individual Limit ” under the section “ 2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME ” in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Management Award Scheme”	the “RESTRICTED SHARE AWARD SCHEME FOR MANAGEMENT”, a sub-scheme under the Share Award Scheme of the Company, administered by the Management Award Scheme Trustee exclusively for the Management Award Scheme Participants

“Management Award Scheme Participant(s)”	<p>(i) any Employee who has a managerial role in the Group (including but not limited a director, chief executive, legal representative, supervisor of any member of the Group, management of the Group, and chief manager of any branch of the Group); and</p> <p>(ii) any employee or officer of any Affiliated Company who has a managerial role in the Affiliated Company,</p>
	whom the Board in its sole discretion considers may contribute or have contributed to the Group
“Management Award Scheme Trust Deed”	a trust deed to be entered into between the Company and the Management Award Scheme Trustee (as restated, supplemented and amended from time to time) in respect of the administration of the Management Award Scheme
“Management Award Scheme Trustee”	the trustee(s) appointed by the Company for the purpose of the Management Award Trust, which will hold Shares for the benefit of the Selected Persons under the Management Award Scheme and others subject to the terms and conditions of the Management Award Scheme Trust Deed, and initially BOCI-Prudential Trustee Limited
“Management Award Trust”	the trust constituted by the Management Award Scheme Trust Deed
“New Approval Date”	shall have the meaning ascribed thereto under the paragraph headed “ Scheme Limit, Annual Limit and Individual Limit ” under the section “ 2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME ” in this announcement
“Participant(s)”	collectively the Management Award Scheme Participants and the Employee Award Scheme Participants, and “Participant” means any of them (for the avoidance of doubt, “Participant(s)” shall respectively be construed as the Management Award Scheme Participant(s) or the Employee Award Scheme Participant(s) when reading in the context of the operation of the Management Award Scheme and the Employee Award Scheme respectively)

“person(s)”	for the purpose of the Share Award Scheme, includes individual, firm, body corporate, corporations, unincorporated body of persons, government, state or agency of a state, joint venture, association or partnerships, sole proprietorships, organizations, associations, enterprises, branches and entities of any other kind (whether or not having separate legal personality)
“PRC”	the People’s Republic of China, which for the purpose of the Share Award Scheme shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Reference Amount”	for each of the sub-schemes under the Share Award Scheme and in respect of a Selected Person, the sum of the closing price of the Shares as quoted on the Stock Exchange or par value (as the case may be) as at the Grant Date and the related purchase and/or subscription (as the case may be) expenses (including for the time being, the brokerage fee, stamp duty, SFC transaction levy, Stock Exchange trading fee, if any) and such other necessary expenses required for the completion of the purchase and/or subscription (as the case may be) of all the Restricted Shares
“Related Distribution(s)”	in respect of each of the sub-schemes under the Share Award Scheme, certain distributions derived from a Restricted Share referable to a Selected Person the record date for entitlement of which falls within the period from the Grant Date to the Vesting Date (both days inclusive) of such Restricted Share, which shall include only distributions in cash form such as dividends, cash form of scrip dividend, and in case of bonus Shares, the proceeds from sale of the bonus Shares in accordance with Scheme Rules, but exclude all other forms of distributions such as nil paid rights, bonus warrants, non-cash distributions or proceeds of sale of the same or Residual Cash

“Residual Cash”	for each of the sub-schemes under the Share Award Scheme and in respect of a Selected Person, being cash remaining in any trust fund set up by the relevant Trustee in respect of the Award (including interest income derived from deposits maintained with licensed banks in Hong Kong, which has not been applied in the acquisition or subscription of the Restricted Shares or Further Shares) which does not include the Related Distributions
“Restricted Share(s)”	in respect of a Selected Person, such number of Shares determined by the Board for grant of an Award and such Shares can be (i) new Shares issued by the Company at par for the relevant Selected Person, (ii) existing Shares purchased by the relevant Trustee on the market, in either case out of cash paid by the Company by way of settlement to the relevant Trustee pursuant to the Scheme Rules or (iii) Returned Shares or Further Shares awarded under the Share Award Scheme
“Returned Shares”	for each of the sub-schemes under the Share Award Scheme, such Restricted Shares (out of the relevant Restricted Shares which are referable to a Selected Person) which are not accepted or vested in accordance with the terms of the relevant sub-scheme (whether as a result of a Total Lapse or a Partial Lapse or otherwise), or such Shares being deemed to be Returned Shares in accordance with the terms of the relevant sub-scheme, or forfeited in accordance with the terms of the relevant sub-scheme
“Scheme(s)”	the two sub-schemes under the Share Award Scheme, namely the Management Award Scheme and the Employee Award Scheme (as the case may be) (for the avoidance of doubt, “Scheme” shall respectively be construed as the Management Award Scheme or the Employee Award Scheme when reading in the context of the operation of the Management Award Scheme and the Employee Award Scheme respectively)

“Scheme Limit”	shall have the meaning ascribed thereto under the paragraph headed “ Scheme Limit, Annual Limit and Individual Limit ” under the section “ 2018 AMENDMENTS OF RESTRICTED SHARE AWARD SCHEME ” in this announcement
“Scheme Mandate”	a specific mandate, Shareholders’ approval of which is to be obtained at a general meeting for such purposes, for the issue and allotment of new Shares pursuant to the Share Award Scheme (subject to adjustment in case of any share consolidated or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted and issued as a percentage of the total number of issued Shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same)
“Scheme Rules”	the rules related to the Share Award Scheme in its present or any amended form
“Selected Person(s)”	in respect of each of the sub-schemes under the Share Award Scheme, Participant(s) (other than any Excluded Person) of that particular sub-scheme whom the Board may, from time to time, at its absolute discretion select for participation in that particular sub-scheme
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Award Scheme”	the restricted share award scheme adopted by Company on 6 February 2008 which currently comprises two sub-schemes under the Share Award Scheme, namely the Management Award Scheme and the Employee Award Scheme, constituted by the Scheme Rules, in its present form or as amended from time to time in accordance with the provisions of the Scheme Rules
“Shareholder(s)”	holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	any entity which the meaning of the term “subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly.
“TCL Corporation”	TCL Corporation (TCL集團股份有限公司), a joint stock company established under the laws of the PRC, the ultimate controlling Shareholder of the Company, the shares of which are listed on Shenzhen Stock Exchange (stock code: 000100)
“Trusts”	collectively the Management Award Trust and the Employee Award Trust (for the avoidance of doubt, “Trust” shall respectively be construed as the Management Award Trust or the Employee Award Trust when reading in the context of the operation of the Management Award Scheme and the Employee Award Scheme respectively)
“Trust Deeds”	collectively the Management Award Scheme Trust Deed and the Employee Award Scheme Trust Deed (for the avoidance of doubt, “Trust Deed” shall respectively be construed as the Management Award Scheme Trust Deed or the Employee Award Scheme Trust Deed when reading in the context of the operation of the Management Award Scheme and the Employee Award Scheme respectively)
“Trustees”	collectively the Management Award Scheme Trustee and the Employee Award Scheme Trustee (for the avoidance of doubt, “Trustee” shall respectively be construed as the Management Award Scheme Trustee or the Employee Award Scheme Trustee when reading in the context of the operation of the Management Award Scheme and the Employee Award Scheme respectively)
“Vesting Date”	in respect of a Selected Person, the date on which his entitlement to the Restricted Shares and the Related Distributions is vested in accordance with the conditions as imposed by the Board under the Scheme Rules or the date on which accelerated vesting occurs pursuant to the Scheme Rules or is deemed to have vested under the Scheme Rules

“%”

per cent

On behalf of the Board

LI Dongsheng

Chairman

Hong Kong, 4 May 2018

As at the date of this announcement, the Board comprises Mr. LI Dongsheng, Mr. WANG Cheng Kevin, Mr. YAN Xiaolin and Mr. WANG Yi Michael as executive directors, Mr. Albert Thomas DA ROSA, Junior, Mr. HUANG Xubin, Mr. ZHANG Zhiwei and Mr. LIU Hong as non-executive directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive directors.